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BY OVERNIGHT MAIL

April 5, 2005

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Data Request No. 1; Docket 05-00076; Joint Petition of TelCove, Inc., LLC, KMC Telecom Holdings, Inc., KMC Telecom LLC, KMC Telecom II LLC, and KMC Telecom III LLC for Approval of a Transfer Assets and Customer Base in Tennessee

Dear Ms. Dillon:

TelCove, Inc., LLC, KMC Telecom Holdings, Inc., KMC Telecom LLC, KMC Telecom II LLC, and KMC Telecom III LLC (collectively "Petitioners"), through undersigned counsel, hereby provide their responses to the Tennessee Regulatory Authority's March 24, 2005 Data Request No. 1. Petitioners are preparing additional responsive information and will supplement these responses as soon as practicable.

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken or pending.

Petitioners have petitions or notices pending in Florida, Georgia, North Carolina, South Carolina, and Virginia. The Maryland Public Service Commission took no action on Petitioners' application.

2. Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s).

On March 1, 2005, Petitioners filed a petition with the FCC in File No. ITC-T/C-20050302-00078 and WC Docket No. 05-90. The petition in WC Docket No. 05-90 went on public notice on March 14, 2005 (DA-05-669). Comments were due by March 28, 2005 and reply comments were due April 4, 2005; however, no party filed comments. The petition in ITC-T/C-2005302-00078 went on public notice on April 1, 2005. Both petitions are currently pending.

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On March 1, 2005, TelCove, Inc. filed a pre-merger notification with the Federal Trade Commission ("FTC"), Transaction Identification Number 20050683. On March 14, 2005, the FTC granted early termination of the waiting period under the Clayton Act and the FTC's merger rules.

3. Provide a current organizational chart of TelCove and KMC Holdings before and after the transaction.

Attached as Exhibit 1 is an organizational chart for TelCove.

4. How many customers do the petitioners currently have in Tennessee?

TelCove, Inc. currently has 279 customers in Tennessee.

5. How many customers does KMC III have in Tennessee, and how many will be transferred to TelCove?

KMC III will transfer 462 customers in Tennessee to TelCove.

6. What telecommunication services will KMC III continue to provide under its current CNN in Tennessee after the transfer?

KMC III's license is being transferred to CenturyTel Acquisition, d/b/a KMC Telecom III pursuant to a separate transaction. CenturyTel Acquisition d/b/a KMC Telecom III will continue to provide the services currently tariffed in the state of Tennessee. KMC Telecom Holdings, Inc. will offer no services via the KMC Telecom III name. For additional information, please see the separate application filed by CenturyTel Acquisition and KMC.

7. Verify that your current notice is consistent with TRA Rule 1220-4-2-.56(2)(d) regarding change in rates during the first 90 days after the transaction.

The draft customer notice letter attached as Exhibit A to the Petition is consistent with TN rule 1220-4-2-.56(2)(d). In addition, TelCove submits that it currently does not plan to change any rates following completion of the transaction. If TelCove does decide to make any changes within 90 days from the transfer date, then it will comply with the 30-day written notice requirement.

8. Confirm that petitioners will continue to operate under their present CNNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.

Petitioners affirm that they will continue to operate under their current CNNs and business licenses.

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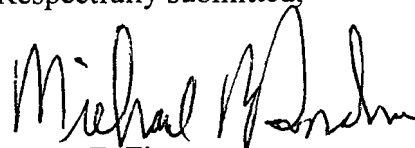
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An original and thirteen (13) copies of responses to Data Request No. 1 are enclosed. Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, postage prepaid envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 424-7500.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Michael P. Donahue". The signature is fluid and cursive, with the first name "Michael" being the most prominent.

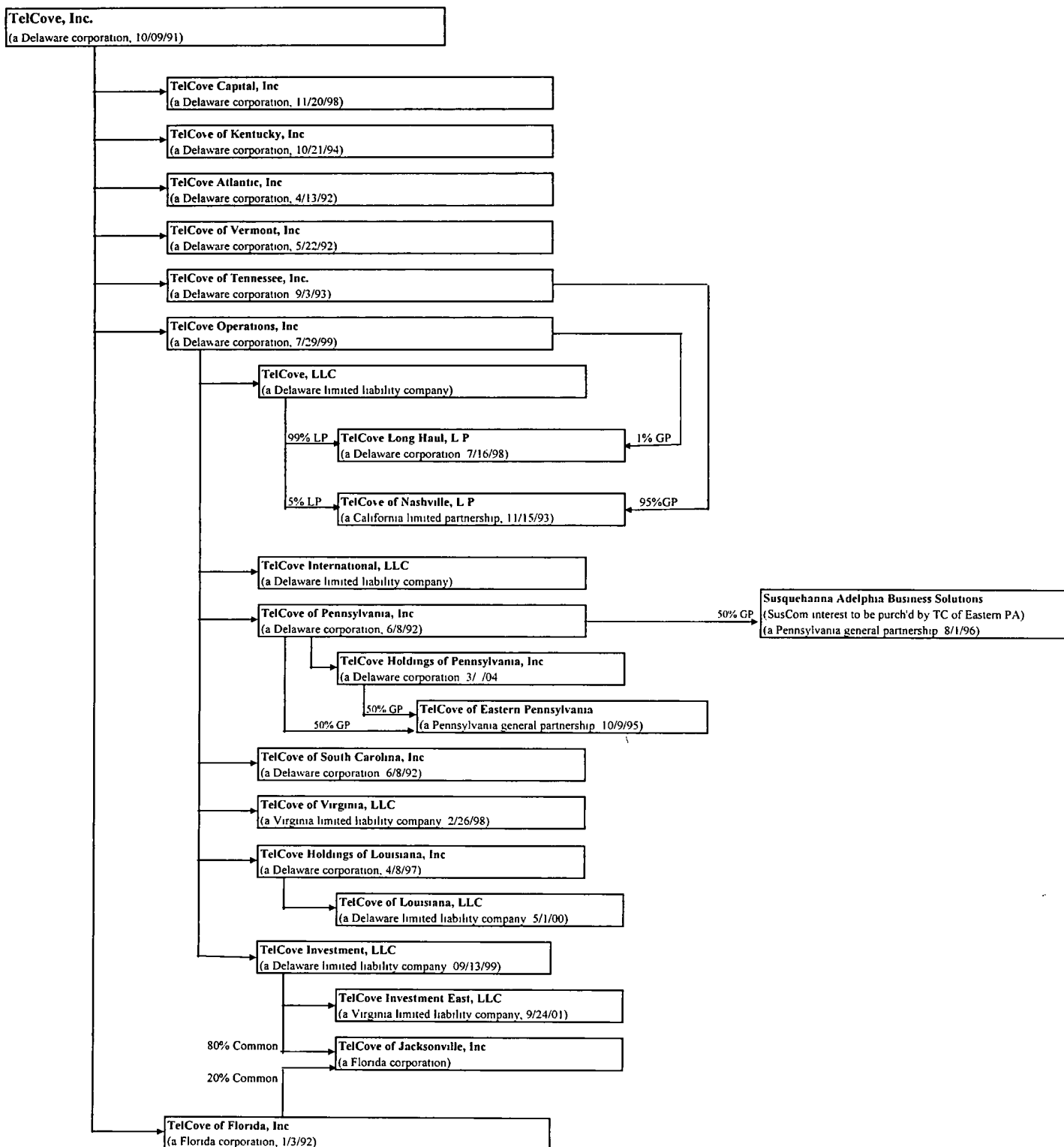
Tamar E. Finn

Michael P. Donahue

Danielle C. Burt

cc: Aster Adams (TRA)
Pat Miller (TRA)
Brad E. Mutschelknaus (Kelley Drye)
Melissa S. Conway (Kelley Drye)

TelCove Corporate Organization Chart as of January 2005



Unless otherwise indicated, all subsidiary corporations and limited liability companies are owned 100%